

FORM TA-1
TRANSFER AGENT REGISTRATION AND AMENDMENT FORM

DISCLOSURE OF ESTIMATED REPORTING BURDEN

Public reporting for this collection of information is estimated to average 1.25 hours per registration, and 10 minutes per updating amendment, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to:

- Secretary, Board of Governors of the Federal Reserve System, Washington, DC 20551; **or**
- Assistant Executive Secretary (Administration), FDIC, Room F-453, Washington, DC 20429; **or**
- Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219;

and to the Office of Management and Budget, ATTN: Paperwork Reduction Project (7100-0099, 1557-0124, 3064-0026), Washington, DC 20503.

INSTRUCTIONS FOR USE

GENERAL: Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, or the Federal Deposit Insurance Corporation pursuant to Section 17A of the Securities Exchange Act of 1934.

ATTENTION: Certain statutes applicable to transfer agents are referenced or summarized below. Transfer agents are urged to review all applicable provisions of the Federal securities laws.

NOTE: Detailed guidance for each item on Form TA-1 appears under Part II - Special Instructions for Completing Form TA-1. See page 4.

Part I General Instructions for Filing and Amending Form TA-1

P. Terms and Abbreviations. The following terms and abbreviations are used throughout these instructions.

1. "Act" refers to the Securities Exchange Act of 1934.
2. "ARA" refers to the appropriate regulatory agency, as defined in Section 3(a)(34)(B) of the Act. See General Instruction D on page 2.
3. "Federal Bank Regulators" or "FBRs" refers to the Office of the Comptroller of the Currency ("OCC"), the Board of Governors of the Federal Reserve System ("FRB"), and the Federal Deposit Insurance Corporation ("FDIC").
4. "Form TA-1" includes the Form and any attachments, whether filed as a registration or an amendment.
5. "Registrant" refers to the entity on whose behalf Form TA-1 is filed.
6. "SEC" refers to the Securities and Exchange Commission.
7. "Transfer agent" is defined in Section 3(a)(25) of the Act as any person who engages on behalf of an issuer of securities, or on behalf of itself as an issuer, in at least one of the functions enumerated therein.

Examples of transfer agent functions include maintaining records of securityholders, maintaining records of securities and securities certificates issued, transferring ownership of securities, countersigning securities upon issue, monitoring an issue of securities to preclude over- or under-issuance, and the exchanging or converting of securities. "Book-issue" securities (those where no securities certificates are issued) are also included.

Part I - General Instructions for Form TA-1 (Continued)

Q. Who Must File. Under Section 17A(c)(1) of the Act, it is unlawful for any transfer agent to perform any transfer agent function with respect to any qualifying security unless that transfer agent is registered with its ARA.

A "qualifying security" is any security registered under Section 12 of the Act. Thus, qualifying securities include securities registered on a national securities exchange pursuant to Section 12(b) of the Act, as well as equity securities registered pursuant to Section 12(g)(1) of the Act for issuers that have:

1. a class of equity securities (other than exempted securities) held of record by 500 or more persons, **and**
2. (a) total assets exceeding \$1,000,000 for State-chartered FDIC-insured banks which are not members of the Federal Reserve System (State Nonmember banks) and are supervised by the FDIC and have registered their stock with the FDIC under Part 335 of FDIC's Rules and Regulations, **or**
(b) total assets exceeding \$10,000,000 for all other corporate issuers.

In addition, qualifying securities include equity securities of registered investment companies and certain insurance companies that would be required to be registered under Section 12(g) except for the exemptions provided by subsections (g)(2)(B) (mutual funds and investment companies) and (g)(2)(G) (insurance companies), respectively, of Section 12, i.e., when the asset and shareholder criteria of Section 12(g)(1)(B) are met.

R. When to File. Before a transfer agent may perform any transfer agent function for a qualifying security, it must register on Form TA-1 with its current ARA. Instructions for amending Form TA-1 appear at General Instruction G, on page 3.

S. How and Where to File. Each registrant must file Form TA-1 with its own current ARA. The FBRs will send copies of the submitted filings to the SEC on behalf of their registrants.

A registrant may determine the name and address of its ARA from the following:

1. A national bank or a bank operating under the Code of Law for the District of Columbia, or a subsidiary of any such bank, registers with the **Comptroller of the Currency** at:

Office of the Comptroller of the Currency
Administrator of National Banks
Asset Management Division
Stop 7-7
Washington, D. C. 20219

Part I - General Instructions for Form TA-1 (Continued)

2. A state-chartered bank which is a member of the Federal Reserve System, a subsidiary thereof, a bank holding company, or a subsidiary of a bank holding company which is a bank other than a bank specified in Items (1) or (3) of this section, registers with the **Board of Governors of the Federal Reserve System** at:

Board of Governors of the Federal Reserve System
Specialized Activities Section
Stop 407
Washington, D. C. 20551

3. A state-chartered bank which is insured by the Federal Deposit Insurance Corporation (other than a bank which is a member of the Federal Reserve System), or a subsidiary thereof, registers with the **Federal Deposit Insurance Corporation** at:

Federal Deposit Insurance Corporation
Division of Supervision
Securities, Capital Markets and Trust Branch
Room F-2078
Washington, D. C. 20429

4. All other transfer agents register with the **Securities and Exchange Commission**, using the SEC's version of Form TA-1, at:

Securities and Exchange Commission
Office of Applications and Report Services
Mail Stop A-2
Washington, D. C. 20549

- T. Number of Copies.** FBR registrants must file the original and two copies of any registration or amendment with their respective ARA.

The original copy of Form TA-1 must be manually signed and any additional copies may be photocopies of the signed original copy. All copies must be legible, on good quality 8-1/2 x 11 inch white paper. The registrant must keep an exact copy of any filing for its records.

- U. Effective Dates.** Registration of a transfer agent becomes effective forty-five days after receipt by the ARA of the application for registration, unless the filing does not comply with applicable requirements or the ARA takes affirmative action to accelerate, deny, or postpone registration in accordance with the provisions of Section 17A(c) of the Act.

- V. Amending Registration.** Each registrant must amend Form TA-1 within sixty calendar days following the date on which information reported therein becomes inaccurate, incomplete or misleading.

Part II Special Instructions for Completing Form TA-1

General. Respond in full to all questions. If the appropriate response to a question is "none", or "not applicable", respond with "None" or "N/A", respectively.

- Item 1. In determining which regulatory agency Form TA-1 is filed with, refer to General Instruction D above: **How and Where to File**, on page 2.
- Item 2. A filing on Form TA-1 is either an initial registration or an updating amendment. If this is the first time a Form TA-1 has *ever* been filed *with the regulatory agency* indicated in Item 1, check the Registration block. If you are changing information on an earlier Form TA-1 with the same agency, check the Amendment block.
- Item 3. The name of the "Registrant" is the current name of the *organization*, such as a bank, trust company, bank holding company, or a subsidiary organization. It is never the name of a person.
- If the amendment reflects a name change of the Registrant organization, the previous name is also to be indicated.
- Item 4. The term "Financial Industry Number Standard" ("FINS" number) means a six-digit number assigned by The Depository Trust Company ("DTC") to organizations engaged in securities transactions.
- Registrants may determine if their institution has a FINS number by telephoning the I. D. Operations at DTC, phone 212/855-5448. Registrants that do not have a FINS number may obtain one free of charge by writing to DTC, I. D. Operations, 55 Water Street - 51st Floor, New York, New York 10041, stating its name, address, and type of business (such as "bank" or "non-bank transfer agent").
- Item 5. State the full street address of the Registrant's principal or main office. This should be the headquarters or principle administrative office of the Registrant, not necessarily the "official" main office listed by bank regulators. A post office box is not acceptable. The full nine-digit Zip Code (12345-6789) is preferred. Do not enter the address of any servicer organization.
- Item 6. If the mailing address is different from that given in Item 5, state the full address to which the Registrant wants official mail sent. A post office box is acceptable. The full nine-digit Zip Code (12345-6789) is preferred.
- Item 7. Provide a telephone number for the appropriate individual or department *at the Registrant* to whom questions may be addressed.
- Item 8. Indicate the *principal transfer agent location* of the *Registrant* where transfer agent processing takes place, if different from Item 5. A post office box is not acceptable. The full nine-digit Zip Code (12345-6789) is preferred. Do not enter the address of any servicer organization.
- Item 9. List any other locations of the *Registrant* where transfer agent processing activities take place, if different from Items 5 and 8. A post office box number is not acceptable. Do not enter the address of any service company.
- Item 10. The answer to this question should reflect *all securities* transferred by the Registrant organization, in *all* Divisions and/or locations of the Registrant, including any Trust Department. If a Registrant

Part II - Special Instructions for Form TA-1 (Continued)

transfers any securities other than its own or those of an affiliate, the question should be answered "No."

If the Registrant transfers *any* mutual funds, including "proprietary" mutual funds affiliated with a bank or its parent company, Item 10 is to be answered "No."

For purposes of this form, a transfer agent is an "affiliate" of, or "affiliated" with, a person if the transfer agent, directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, that person.

- Item 11. If the Registrant contracts with an outside service company to perform the functions of a transfer agent *in the Registrant's name*, the outside service company must also be a Registered Transfer Agent. In this arrangement, the outside service company is often known as a "private label" transfer agent. Refer to the definition of a transfer agent in Item A.7. on page 1 for examples of transfer agent functions.

Any private label transfer agent(s) used by the Registrant are to be listed in this item. Enter the name of the private label servicer and its ARA-assigned Registered Transfer Agent Number.

Do not list any EDP servicers (such as SEI, DST or SunGard), even if they maintain records for transfer agent activities.

If additional space is needed to answer this question, photocopy the appropriate page of a blank Form TA-1, and continue such answers thereon.

- Item 12. If the Registrant performs any "private label" transfer agent servicing for another Registered Transfer Agent (the "Named" Transfer Agent), enter the name of the other Registered Transfer Agent and its ARA-assigned Transfer Agent Number. For an explanation of the term "private label", refer to Item 11.

If additional space is needed to answer this question, photocopy the appropriate page of a blank Form TA-1, and continue such answers thereon.

Items 13 through 16.

The name of the individual signing Form TA-1 shall be stated in full (i.e., first name, middle name, and last name). Initials are not acceptable, unless they are part of the individual's legal name.

Execution of Form TA-1 and Amendments Thereto. Any officer or director of the Registrant may execute Form TA-1 and any amendments thereto at Item 15 on behalf of the Registrant.

Part III Notice.

Under Sections 17, 17A(c), and 23(a) of the Act and the rules and regulations thereunder, the ARA's are authorized to solicit from applicants for registration as a transfer agent and from registered transfer agents the information required to be supplied by Form TA-1. Disclosure to the ARA of the information requested in Form TA-1 is a prerequisite to the processing of Form TA-1.

Part III - Notice (Continued)

The information will be used for the principal purpose of determining whether the ARA should allow an application for registration to become effective or should deny, accelerate, or postpone registration to an applicant.

Information supplied on this Form will be available for inspection by any interested person.